

RECORDATION NO. 24249-C FILED

JUN 05 '03

4-00 PM

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WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

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June 5, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of June 5, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Bill of Sale and Assignment and Assumption Agreement which was previously filed with the Board under Recordation Number 24249-A.

The name and address of the party to the enclosed document are:

Lessor: Trinity Rail Leasing Trust II (as assignee of
Trinity Industries Leasing Company)
2525 Stemmons Freeway
Dallas, Texas 75207

[Lessee: Glacial Lakes Energy L.L.C.
301 20th Avenue, South East
Watertown, South Dakota 57201]

Mr. Vernon A. Williams
June 5, 2003
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A description of the railroad equipment covered by the enclosed document is:

60 railcars: TILX 635317 – TILX 635376.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read 'R. Alvord', written in black ink.

Robert W. Alvord

RWA/anm
Enclosures

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MEMORANDUM OF LEASE

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SURFACE TRANSPORTATION BOARD

Trinity Rail Leasing Trust II, a Delaware statutory trust ("Lessor"), having an office at 2525 Stemmons Freeway, Dallas, Texas 75207, is a party to a certain (unfiled) Rider One (1) to Railroad Car Lease Agreement, effective May 6, 2002 ("Rider One"), between Lessor (as assignee of Trinity Industries Leasing Company), as lessor, and Glacial Lakes Energy L.L.C., a South Dakota corporation, having an office at 301 20th Avenue, South East, Watertown, South Dakota 57201 ("Lessee"), as lessee, as Rider One incorporates the terms and conditions of that certain Railroad Car Lease Agreement, made May 6, 2002, between Lessor (as assignee of Trinity Industries Leasing Company), as lessor, and Lessee, as lessee, covering the railcars listed on Annex A attached hereto.

Dated as of June 5, 2003

TRINITY RAIL LEASING TRUST II



Name: ERIC MARCHETTO
Title: VICE PRESIDENT

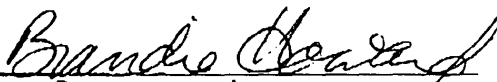
STATE OF TEXAS)

COUNTY OF DALLS)

On this, the 5th day June, 2003, before me, a Notary Public in and for said County and State, personally appeared Eric Marchetto, a Vice President of Trinity Rail Leasing Trust II, who acknowledged himself to be a duly authorized officer of Trinity Rail Leasing Trust II and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.




Name: Brandie Howard
Notary Public

My Commission Expires: 12/28/05

ANNEX A

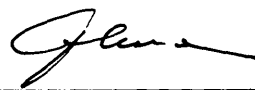
# Railcars	Year Built	Description	Reporting Marks
60	2002	6,351 c.f. covered quadruple hopper cars equipped with trough hatches and gravity discharge gates	TILX 635317- 635376

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

6/5/03



Robert W. Alvord